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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 542198 4330594

AUTHORIZATION :

COST LIMIT : \$ 155.00

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TALLAHASSEE, FLORIDA

ORDER DATE : August 15, 2005

ORDER TIME : 1:48 PM

ORDER NO. : 542198-030

CUSTOMER NO: 4330594

CUSTOMER: Margaret O. Ryder, Legal Asst
Adorno & Yoss, P.a.
Suite 400
2525 Ponce De Leon Boulevard
Miami, FL 33134

FOREIGN FILINGS

NAME: CLUB FACILITIES PALM BEACH
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. CLUB FACILITIES PALM BEACH LLC
(Name of Foreign Limited Liability Company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-3303021
(FBI number, if applicable)
4. AUGUST 15, 2005
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 4495 EMERALD VISTA, SUITE 2, LAKE WORTH, FLORIDA 33461

(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
LAWRENCE B. HAWKINS, MANAGER
4495 EMERALD VISTA, SUITE 2, LAKE WORTH, FLORIDA 33402
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: ASSISTED LIVING FACILITY

Robert B. Macaulay
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Robert B. Macaulay authorized person
Typed or printed name of signee

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SECRETARY OF STATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

CLUB FACILITIES PALM BEACH LLC

2. The name and the Florida street address of the registered agent and office are:

ROBERT B. MACAULAY

(Name)

2525 PONCE DE LEON BOULEVARD, SUITE 400

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

CORAL GABLES

FL 33134

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Robert B. Macaulay
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

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The First State

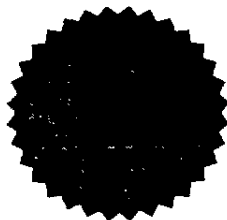
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLUB FACILITIES PALM BEACH LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF AUGUST, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CLUB FACILITIES PALM BEACH LLC" WAS FORMED ON THE FIFTEENTH DAY OF AUGUST, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4015611 8300

050673399



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4094034

DATE: 08-16-05